

Hearing Date: July 29, 2020 at 9:30 a.m. (ET) / 9:30 a.m. (AST)
Objection Deadline: April 6, 2020 at 4:00 p.m. (ET) / 4:00 p.m. (AST)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: :
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THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
:
as representative of : Case No. 17-BK-3283 (LTS)
:
THE COMMONWEALTH OF PUERTO RICO, *et al.*, : (Jointly Administered)
:
Debtors.¹ :
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**NOTICE OF HEARING ON SEVENTH INTERIM APPLICATION OF MEMBERS OF
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR REIMBURSEMENT
OF EXPENSES FOR NOVEMBER 2019 – JANUARY 2020**

PLEASE TAKE NOTICE that a hearing on the annexed *Seventh Interim Application of Members of Official Committee of Unsecured Creditors for Reimbursement of Expenses for November 2019 – January 2020* (the “Application”) filed by Drivetrain, LLC as the Creditors’ Trustee for Doral Financial Corporation and Service Employees International Union, as members of the Official Committee of Unsecured Creditors (the “Committee”),² will be held before the Honorable Laura Taylor Swain United States District Court Judge, at the United States District Court for the District of Puerto Rico, in Room 3, 150 Carlos Chardón Street, Federal Building,

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

Office 150, San Juan, Puerto Rico 00918-1767 on **July 29, 2020 at 9:30 a.m. (ET) / 9:30 a.m. (AST)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that any responses or objections (“Objections”) to the Application by any party other than the Fee Examiner shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Puerto Rico, shall be filed with the Court (a) by attorneys practicing in the District Court, including attorneys admitted *pro hac vice*, electronically in accordance with rule 5 of the Local Rules for the District of Puerto Rico, and (b) by all other parties in interest, by submitting a hard copy via mail to the Clerk’s Office, United States District Court, Room 150 Federal Building, San Juan, PR 00918-1767 or by hand delivery to the Clerk’s Office, United States District Court, 150 Carlos Chardon Avenue, Room 150, San Juan, PR 00918, to the extent applicable, and shall be served in accordance with the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3269] (the “Interim Compensation Order”), so as to be so filed and received by the Notice Parties (as defined in the Interim Compensation Order) no later than **April 6, 2020, 4:00 p.m. (ET) / 4:00 p.m. (AST)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Interim Compensation Order, if no Objections are timely filed, and if the Fee Examiner issues the Fee Examiner Report (as defined in the Interim Compensation Order) recommending approval of the Application in full or in part, the court may grant the Application without a hearing.

[Remainder of page intentionally left blank]

Dated: March 16, 2020

/s/ G. Alexander Bongartz

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THE COMMONWEALTH OF PUERTO RICO, *et al.*, : (Jointly Administered)
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Debtors.¹ :
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**SEVENTH INTERIM APPLICATION OF MEMBERS OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR REIMBURSEMENT OF EXPENSES FOR
NOVEMBER 2019 – JANUARY 2020**

COVER SHEET

Name of applicants:	Drivetrain, LLC as the Creditors' Trustee for Doral Financial Corporation (" <u>Drivetrain</u> "); Service Employees International Union (" <u>SEIU</u> ")
Authorized to provide professional services to:	Official Committee of Unsecured Creditors (the " <u>Committee</u> ") ²
Date of appointment:	June 15, 2017
Period for which reimbursement is sought:	November 2019 – January 2020 (the " <u>Application Period</u> ")

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$3,433.58
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DETAIL OF EXPENSES DURING APPLICATION PERIOD

Drivetrain³

Description	Expense Category	Total Expenses
David Mack's Travel & Lodging for Committee Meeting in San Juan on January 28, 2020	Roundtrip Airfare (Coach) from New York to San Juan and San Juan to New York	\$458.00
	Taxis	\$114.60
	Lodging, San Juan, Caribe Hilton (1/27/20 to 1/28/20)	\$501.71
TOTAL	\$1,074.31	

SEIU⁴

Description	Expense Category	Total Expenses
Alvin Velazquez's Travel & Lodging for Mediation in New York on November 6, 2019	Train from Washington D.C. to New York	\$328.50
	Lodging, New York, Staybridge Suites (11/5/19 to 11/6/19)	\$248.36
Alvin Velazquez's Travel & Lodging for Committee Meeting in San Juan on November 21, 2019	Roundtrip Airfare (coach) from Washington D.C. to San Juan and San Juan to Washington D.C.	\$367.40
	Parking	\$50
	Lodging, San Juan, Dream Inn (11/20/19 to 11/21/19)	\$134.87
Alvin Velazquez's Travel & Lodging for Meeting with Committee Constituents in San Juan	Roundtrip Airfare (coach) from Washington D.C. to San Juan and San Juan to Washington D.C.	\$640.40
	Parking	\$100

³ The supporting receipts of Drivetrain are attached hereto as **Exhibit A.**

⁴ The supporting receipts of SEIU are attached hereto as **Exhibit B.**

	Lodging, San Juan, Dream Inn (12/9/19 to 12/12/19)	\$489.74
TOTAL	\$2,359.27	

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**SEVENTH INTERIM APPLICATION OF MEMBERS OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR REIMBURSEMENT OF EXPENSES FOR PERIOD
OF NOVEMBER 2019 – JANUARY 2020**

To the Honorable United States District Judge Laura Taylor Swain:

Pursuant to the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3269 in Case No. 17-3283],

Drivetrain, LLC as the Creditors’ Trustee for Doral Financial Corporation Drivetrain, LLC as the Creditors’ Trustee for Doral Financial Corporation (“Drivetrain”) and Service Employees International Union (“SEIU,” together with Drivetrain the “Committee Members”), as members of the Official Committee of Unsecured Creditors (the “Committee”),² appointed in

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² The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

the above-caption Title III cases, hereby file this *Seventh Interim Application of Members of Official Committee of Unsecured Creditors for Reimbursement of Expenses for Period of November 2019 – January 2020* (the “Application”). By this Application, the Committee Members seek allowance of its claims for reimbursement of reasonable, actual, and necessary expenses that it incurred in the aggregate amount of \$3,433.58 during the Application Period. In support of this Application, the Committee Members respectfully state as follows:

BACKGROUND

1. On May 3, 2017, the Oversight Board commenced a Title III case for the Commonwealth of Puerto Rico (the “Commonwealth”) by filing a voluntary petition for relief pursuant to section 304 (a) of PROMESA (the “Commonwealth Title III Case”). Thereafter, the Oversight Board commenced a Title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS Title III Case”), the Puerto Rico Highways and Transportation Authority (“HTA Title III Case”), and the Puerto Rico Electric Power Authority (“PREPA Title III Case”) (and together with the Commonwealth Title III Case, the “Title III Cases”). By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the Court approved the joint administration of the Title III Cases.

2. On June 15, 2017, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338], pursuant to which the Committee Members, among others, were appointed to serve on the Committee.

3. On August 23, 2017, the Court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (as amended, the “Interim Compensation Order”).³

4. The Interim Compensation Order provides that “[e]ach member of any statutory committee is permitted to submit statements of expenses (excluding third-party professional expenses of individual committee members) and supporting vouchers to the respective committee’s counsel, which counsel shall collect and submit for reimbursement in accordance with the Interim Compensation Procedures.” Interim Compensation Order, ¶4.

5. On August 25, 2017, the U.S. Trustee filed an *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171], which expanded the role of the Committee to be the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case.

6. In accordance with the Interim Compensation Order, the report for expenses incurred by Drivetrain during the Application Period in the amount of \$1,074.31 was submitted to the Notice Parties (as defined in the Interim Compensation Order) on February 28, 2020. The deadline to object to Drivetrain’s expense report expired on March 9, 2020, without objections. As of the filing of this Application, the amount requested in Drivetrain’s expense report remains unpaid.

7. In addition, in accordance with the Interim Compensation Order, the report for expenses incurred by SEIU during the Application Period in the amount of \$2,359.27 was submitted to the Notice Parties on March 13, 2020. The deadline to object to SEIU’s expense

³ The Interim Compensation Order was most recently amended on June 6, 2018 [Docket No. 3269].

report expires on March 23, 2020. As of the filing of this Application no objections have been received and the amount requested in SEIU's expense report remains unpaid.

RELIEF REQUESTED

8. Pursuant to the Interim Compensation Order and section 503(b)(3)(F) of the Bankruptcy Code, made applicable to these cases by section 301(a) of PROMESA, the Committee Members respectfully request interim allowance of its reasonable, actual, and necessary expenses incurred in rendering services as members of the Committee during the Application Period in the aggregate amount of \$3,433.58.

NOTICE

9. In accordance with the Interim Compensation Order, Paul Hastings will provide notice of this Application to (i) the attorneys for the Oversight Board, Proskauer Rose LLP and O'Neill & Borges LLC; (ii) the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP and Marini Pietrantonio Muñoz LLC; (iii) the Office of the United States Trustee for the District of Puerto Rico; (iv) the attorneys for the Official Committee of Retired Employees, Jenner & Block LLP and Bennazar, García & Milián, C.S.P.; (v) the Puerto Rico Department of Treasury; (vi) the Fee Examiner, Brady Williamson; and (vii) counsel to the Fee Examiner, Godfrey & Kahn, S.C. and EDGE Legal Strategies, PSC. In addition, the notice of hearing with respect to this Application will be served on all parties that have filed a notice of appearance in the Title III Cases.

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CONCLUSION

WHEREFORE, the Committee Members respectfully request entry of an order

(i) allowing the Committee Members' claims for reimbursement of actual and necessary expenses incurred during the Application Period in the aggregate amount of \$3,433.58 and (ii) granting such other and further relief as is just.

Dated: March 16, 2020

/s/ G. Alexander Bongartz

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